



Estado Libre Asociado de Puerto Rico
Government of Puerto Rico
DEPARTAMENTO DE ESTADO
Department of State



**CERTIFICADO DE ENMIENDA AL CERTIFICADO DE ORGANIZACION
DE UNA COMPAÑIA DE RESPONSABILIDAD LIMITADA**

*CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF ORGANIZATION
OF A LIMITED LIABILITY COMPANY*

Registro Número: 3908

Register number

Doméstica
Domestic

Foránea Estadounidense
US Foreign

Foránea No Estadounidense
Non US Foreign

PRIMERO: El (Los) Artículo(s) _____ del Certificado de Organización de una compañía de responsabilidad limitada, organizada bajo las leyes del Estado Libre Asociado de Puerto Rico, queda(n) enmendado(s) para que lea(n) como sigue:

FIRST: *The Article(s) _____ First, Third and Fourth _____ of the Certificate of Organization of a limited liability company organized pursuant to the laws of the Commonwealth of Puerto Rico, has(have) been amended so that it(they) read(s) as follows:*

Please refer to attached document

SEGUNDO: Dicha(s) enmienda(s) fue(ron) adoptada(s) por el (los) miembro(s) o el (los) administrador(es), de la compañía de responsabilidad limitada de acuerdo a lo establecido en el contrato de la compañía.

SECOND: *That said amendment(s) was (were) adopted by the member(s) or administrator(s) of the limited liability company, as established in the company contract.*

EN TESTIMONIO DE LO CUAL, Yo, Miled Forestier Santos, como miembro o administrador de la compañía, juro que los datos contenidos en este Certificado son ciertos, hoy día, 29 del mes de marzo del año 2022.

IN WITNESS WHEREOF, I, _____, member or administrator who signs this Certificate hereby swear that the facts herein stated are true, this _____ day of _____.

Oficial Autorizado
Authorized Officer

IMPORTANTE: Además de los derechos dispuestos para las Compañías de Responsabilidad Limitada, se pagarán al, y serán cobrados por el Secretario de Estado los siguientes:

- \$500.00 adicionales por cualquiera de los servicios que se requieran para dos (2) horas.
- \$200.00 adicionales por cualquiera de los servicios que se requieran en el mismo día que se soliciten.
- \$100.00 adicionales por cualquiera de los servicios que se requieran dentro veinticuatro (24) horas de que se

Cifra de Ingreso

R-4391 \$ 50.00

R-4392 \$ 30.00

\$ 80.00

(esta cifra incluye el costo de la certificación)

ATTACHMENT:

PRIMERO: El (Los) Artículo(s) _____ del Certificado de Organización de una compañía de responsabilidad limitada, organizada bajo las leyes del Estado Libre Asociado de Puerto Rico, queda(n) enmendado(s) para que lea(n) como sigue:

FIRST: The Article(s) FIRST, THIRD AND FOURTH of the Certificate of Organization a limited liability company organized pursuant to the laws of the Commonwealth of Puerto Rico, has(have) been amended so that it(they) read(s) as follows:

"First: The name of the limited liability company hereby is: Hamilton International Reserve Bank LLC.

...

Third: The physical and mailing address of the registered office of the Company in the Commonwealth of Puerto Rico are:

Physical and Mailing Address: Assertus Office Bldg., Corporate Office Park, Suite 107, PR Road 20 Km. 2.2, San Juan PR 00966.

Fourth: The name, mailing and physical address of the registered agent of the Company is: Hamilton International Reserve Bank LLC; Assertus Office Bldg., Corporate Office Park, Suite 107, PR Road 20 Km. 2.2, San Juan PR 00966."





GOBIERNO DE PUERTO RICO
OFICINA DEL COMISIONADO DE INSTITUCIONES FINANCIERAS

17 de marzo de 2022

Secretaría Auxiliar de Servicios - Corporaciones
Departamento de Estado
Apartado 9023271
San Juan, Puerto Rico 00902-3271



RE: StateTrust International Bank & Trust LLC / Enmienda al Certificado de Formación

Señores:

Esta Oficina revisó una solicitud para enmendar el Certificado de Formación de STATETRUST INTERNATIONAL BANK & TRUST, LLC (la "Compañía"), una entidad bancaria internacional con número de registro 3908. La Compañía está organizada y operando bajo las disposiciones de la Ley Núm. 52 aprobada el 11 de agosto de 1989, según enmendada, conocida como Ley del Centro Bancario Internacional ("Ley 52") y el Reglamento 5653 emitido al amparo de la Ley 52.

Los propósitos de la enmienda son:

1. Para cambiar el nombre de la Compañía a HAMILTON INTERNATIONAL RESERVE BANK LLC.
2. Para cambiar la dirección física y postal de la Compañía a Assertus Office Bldg., Corporate Office Park, Suite 107, PR Road 20 Km 2.2, San Juan, Puerto Rico 00966.
3. Para cambiar el nombre, la dirección física y postal del Agente Residente de la Compañía a Assertus Office Bldg., Corporate Office Park, Suite 107, PR Road 20 Km 2.2, San Juan, Puerto Rico 00966.

Nuestra Oficina NO TIENE OBJECIÓN a que el Certificado de Formación de la Compañía sea enmendado para los asuntos aquí descritos y que los cambios sean registrados y archivados en el Departamento de Estado.

Cordialmente,

Iris Nereida Jimenez
Comisionada Auxiliar
Reglamentación y Licencias

**ACTION TAKEN BY UNANIMOUS CONSENT OF THE DIRECTORS OF
FINTECH HOLDINGS LTD. IN LIEU OF A SPECIAL MEETING**

WHEREAS, Fintech Holdings Ltd. (the "Company") owns all of the issued and outstanding shares of StateTrust International Bank & Trust, LLC, d/b/a Hamilton International Reserve Bank ("StateTrust") as its sole owner.

NOW THEREFORE, in light of the above and in the best interests of the Company, it is hereby:

RESOLVED, that StateTrust hereby changes its name from StateTrust International Bank & Trust, LLC to Hamilton International Reserve Bank, LLC ("HIRB") and shall immediately take all actions sufficient to complete the change of its name in any applicable governmental and private registries and public listings.

RESOLVED, that the Pirillo Law firm is hereby empowered to assist HIRB to execute this name change on an expedited basis:

DATED as of this the March 28th, 2022.

**FINTECH HOLDINGS LTD,
BY, ITS DIRECTORS,**

HOWARD ANTHONY LEWIS



Name: Howard Anthony Lewis
Title: Director
Date: March 28th, 2022

MONTPELIER GROUP LTD.



Name: Yingmao Wei
Title: Director
Date: March 28th, 2022



**WRITTEN CONSENT OF MANAGER
PIRILLO LAW, LLC**

Pursuant to the Puerto Rico General Law of Corporations, as amended, the undersigned being the Manager of Pirillo Law, LLC (“Company”), do hereby consents to and approves the adoption of the following resolutions and each and every action effected thereby:

WHEREAS, on March 28, 2022 Fintech Holdings Ltd. being the sole shareholder of StateTrust International Bank & Trust d/b/a Hamilton International Reserve Bank, an international banking entity (the “IBE”), issued a Unanimous Consent of Directors (“Consent”);

WHEREAS, said Consent empowers the Company to execute the change of name of the IBE from *StateTrust International Bank & Trust* to *Hamilton International Reserve Bank LLC*. and take all actions sufficient to complete the change of name in any applicable governmental and private registries, and public listings;

WHEREAS, pursuant to the Authorization granted by the Office of the Commissioner of Financial Institutions on March 17, 2022, the IBE desires to amend its Articles of Incorporation as follows:

“**First:** The name of the limited liability company hereby is: Hamilton International Reserve Bank LLC.

...
Third: The physical and mailing address of the registered office of the Company in the Commonwealth of Puerto Rico are:

Physical and Mailing Address: Assertus Office Bldg., Corporate Office Park, Suite 107, PR Road 20 Km. 2.2, San Juan PR 00966.

Fourth: The name, mailing and physical address of the registered agent of the Company is: Hamilton International Reserve Bank LLC; Assertus Office Bldg., Corporate Office Park, Suite 107, PR Road 20 Km. 2.2, San Juan PR 00966.”

NOW, THEREFORE, BE IT:

RESOLVED, that Mr. Martín Pirillo Favot and Ms. Miled Forestier Santos are individually and separately authorized to execute in the name and on behalf of the Company and the IBE, and to deliver thereafter, any and all agreements, instruments, consents, certificates, and other documents, and to take all such actions as it may deem necessary or appropriate to carry out the intent of the foregoing resolutions.

IN WITNESS WHEREOF, I have executed this Consent this 29th day of March, 2022.

By:


Mr. Martín Pirillo Favot, Manager

Date: March 29, 2022

